Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2002

Estimated average burden

hours per response...1

FORM D

PROCESS THOMSON FINANCIAL

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

		FI					
SEC USE ONLY							
Prefix		Serial					
DATE RECEIVED							

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply):

[X] <u>Rule 504</u> [X] <u>Rule 505</u> [X] <u>Rule 506</u> [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment



02029217

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an ar	mendment and name has changed, and indicate change.)
Mustard Seed Canyon Park, L.P.	
Address of Executive Offices 5643 S Street, City, State, Zip Code)	tresemann Street, San Diego, CA 92121 (Number and Telephone Number (Including Area Code) (858)497-6424
Telephone Number (Including Area (ations (Number and Street, City, State, Zip Code) Code) 1605 Canyon Drive, Spring Valley, CA
Brief Description of Business Owne	ership and leasing of residential real property.
Type of Business Organization	
[] corporation	[X] limited partnership, already formed
[] business trust	[] limited partnership, to be formed
	Month Year
	ation or Organization: [2] 12] [02] [X]Actual []Estimated nization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [C][A]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#42480 v

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individual) Terry W. Moo	re		
Business or Residen Street, San Diego, C		er and Street, C	ity, State, Zip Code	e) 5643 Stresem	nann
Check Box(es) that Apply:	[X] Promoter []	Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individual) Mustard Seed	l Management, Inc.		
Business or Residen Street, San Diego, C		er and Street, C	ity, State, Zip Code	e) 5643 Streser	nann
Check Box(es) that Apply:	=	Beneficial [Owner	Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nam	e first, if individual) CARE Housin	g Services Corpora	ation	· · · · · · · · · · · · · · · · · · ·
Business or Residen Blvd., Suite 102, Tar	•	er and Street, C	ity, State, Zip Code	e) 18757 Burba	nk
Check Box(es) that Apply:		Beneficial [Owner	[] Executive Officer	[] Director [X]	General and/or Managing Partner

Full Name (Last nam	e first, if individua	al)				
Business or Residen	ce Address (Num	ber and Street,	City, State, Zip Co	de)		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director		aging
Full Name (Last nam	e first, if individue	al)				
Business or Residen	ce Address (Num	ber and Street,	City, State, Zip Co	de)		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director		aging
Full Name (Last nam	e first, if individua	al)				
Business or Residen	ce Address (Num	ber and Street,	City, State, Zip Co	de)		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director		aging
Full Name (Last nam	e first, if individua	al)				
Business or Residen	ce Address (Num	nber and Street,	City, State, Zip Co	ode)		
(Use blank she	et, or copy and	use additional	copies of this sh	eet, as necess	sary.)	*************************************
	B. INFOI	RMATION ABO	UT OFFERING			
1. Has the issuer sold this offering?					Yes []	No [X]
	Answer also	in Appendix, Co	olumn 2, if filing und	der ULOE.		
2. What is the minimum individual?		at will be accept	ed from any		\$ 75,0	00
3. Does the offering p	permit joint owner	rship of a single	unit?		Yes [X]	No []
4. Enter the informati given, directly or indipurchasers in connect is an associated perswith a state or states persons to be listed a forth the information in	rectly, any commetion with sales of son or agent of a list the name of are associated pe	ission or similar f securities in the broker or dealer the broker or de ersons of such a	remuneration for see offering. If a perse registered with the ealer. If more than	solicitation of son to be listed e SEC and/or five (5)		
Full Name (Last nam	e first, if individua	al) N/A				
Business or Residen	ce Address (Num	nber and Street,	City, State, Zip Co	ode)		

Equity	\$	\$
[] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$_1,050,000	\$ 0
Other (Specify).	\$	\$
Total	\$ 1,050,000	\$
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Aggregate
	Number Investors	Dollar Amount of Purchases
Accredited Investors	0	\$
Non-accredited Investors	0	\$
Total (for filings under Rule 504 only)	0	\$
Answer also in Appendix, Column 4, if filing under ULOE.		· *
information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Security	Dollar Amount
Type of offering Rule 505		Sold \$ 0
Regulation A		\$ 0
	LLC membership	
Rule 504	units	\$0
Total		\$0
4. a. Furnish a statement of all expenses in connection with the issuand distribution of the securities in this offering. Exclude amounts relating sorganization expenses of the issuer. The information may be given as a future contingencies. If the amount of an expenditure is not known, furnished.	olely to	
estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)	[] \$_ [X] \$_ [X] \$_ [] \$_ [] \$_	0 300 17,000 0 0

Other Expenses (identify)		[]	\$	
Total		[]	\$	17,300
 b. Enter the difference between the aggregate offering price given i Part C - Question 1 and total expenses furnished in response to Pa 			\$1,0	32,700
4.a. This difference is the "adjusted gross proceeds to the issuer." .			* 22.12.	
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.				,
	Payments to			
	Officers, Directors, & Affiliates		Payme Others	
Salaries and fees	[]\$_0_		[]\$	0
Purchase of real estate	[X]\$		[]\$_90	00,000
Purchase, rental or leasing and installation of machinery and equipment	[]\$		[]\$	
Construction or leasing of plant buildings and facilities	[]\$		[]\$	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$		[]\$	
Repayment of indebtedness	[]\$		[]\$	
Working capital	[X]\$		[]\$_10	02,700
Other (specify): X Loan fees and escrow costs	[X]\$		[]\$_3	30,000
	[]\$		[]\$	
Column Totals	[]\$		[]\$ <u>1,03</u>	32,700
Total Payments Listed (column totals added)	[]\$		\$ <u>1,05</u>	0,000

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under $\underline{\text{Rule }505}$, the following signature constitutes an undertaking by the issuer

D. FEDERAL SIGNATURE

Issuer (Print or Type) Mustard Seed Canyon Park, L.P., By Its General Partner Mustard Seed Management, Inc.	Date February	12, 2002
By:		
Name of Signer (Print or Type) Terry W. Moore () ()	Title of Signer (P President	rint or Type)
<u> </u>		
ATTENTION		
Intentional misstatements or omissions of fact constitut U.S.C. 1001.)	te federal criminal viol	ations. (See 18
E. STATE SIGNATUR	 !E	
1. Is any party described in 17 CFR 230.262 presently subjective provisions of such rule? See Appendix, Column 5, for sta		
2. The undersigned issuer hereby undertakes to furnish to a which this notice is filed, a notice on Form D (17 CFR 239,5 law.		
3. The undersigned issuer hereby undertakes to furnish to trequest, information furnished by the issuer to offerees.	he state administrators,	upon written
4. The undersigned issuer represents that the issuer is fam satisfied to be entitled to the Uniform limited Offering Exem notice is filed and understands that the issuer claiming the burden of establishing that these conditions have been satisfied.	ption (ULOE) of the state availability of this exemp	e in which this
The issuer has read this notification and knows the content notice to be signed on its behalf by the undersigned duly au		/ caused this
Issuer (Print or Type)	Signature	Date
Mustard Seed Canyon Park, L.P., By Its General Partner Mustard Seed Management, Inc.	J	2/12/2002
Name of Signer (Print or Type)	Title (Print or Typ	oe)
Tie Mr.	President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to no accredinvesto Star (Part B	on- dited ors in te -Item	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Accredited Accredited				No
AL							İ		2 1113
AK									
AZ									
AR									
CA	Х		Partnership Interests \$1,050,000	10	\$950,000				
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http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999

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